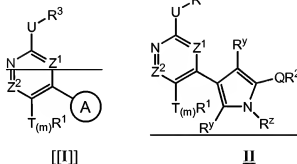


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# AMENDMENTS TO THE CLAIMS

Please replace all prior versions and listings of claims with the amended claims as follows:

1. (Currently amended) A compound of formula I:



or a pharmaceutically acceptable salt thereof, wherein:

Ring A is a pyrrole ring optionally substituted at the 1 position with  $R^x$  and substituted with:

(i) two  $R^y$  groups, and

(ii)  $QR^z$ ;

$R^z$  is hydrogen,  $R$ ,  $C(O)R$ ,  $C(O)OR$ , or  $SO_2R$ ;

each  $R^y$  is independently selected from an optionally substituted  $C_{1-4}$  [ $C_{1-6}$ ] aliphatic group;

$Ar$ ,  $CN$ ,  $NO_2$ , halogen,  $N(R)_{2n}$ ,  $SR$ , or  $OR$ , provided that both  $R^y$  groups are not simultaneously  $Ar$ ;

$Z^1$  is  $N$  and  $Z^2$  are each independently selected from  $N$  or  $CR^x$ ;

$Z^2$  is  $CH$ ;

each  $R^x$  is independently selected from  $R$ , halogen,  $CN$ ,  $NO_2$ ,  $OR$ ,  $SR$ ,  $N(R)_{2n}$ ,  $C(O)R$ , or  $CO_2R$ ;

$T(m)R^1$  is hydrogen;

$U$  is  $NH$  selected from a valence bond,  $-O-$ ,  $-S-$ ,  $N(R)-$ , or a  $C_{1-6}$  alkylidene chain wherein up to two methylene units of  $U$  are optionally and independently replaced by  $-O-$ ,  $-S-$ ,  $SO_2-$ ,

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~~-SO<sub>2</sub>-, N(R)SO<sub>2</sub>-, SO<sub>2</sub>N(R)-, N(R)-, CO-, CO<sub>2</sub>-, N(R)CO-, N(R)C(O)O-,  
-N(R)CON(R)-, N(R)SO<sub>2</sub>N(R)-, N(R)N(R)-, C(O)N(R)-, or -OC(O)N(R)-;~~

~~T is a valence bond or a C<sub>1-6</sub> alkylidene chain;~~

~~m is zero or one;~~

~~R<sup>+</sup> is selected from CN, halogen, OR<sup>6</sup>, SR<sup>6</sup>, N(R)R<sup>6</sup>, or R<sup>4</sup>;~~

~~Q is selected from a valence bond-, -C(O)N(R)-, -SO<sub>2</sub>N(R)-, -SO<sub>2</sub>-, -N(R)C(O)N(R)-,  
-N(R)C(O)-, -N(R)SO<sub>2</sub>-, -N(R)SO<sub>2</sub>N(R)-, -N(R)C(O)O-, -C(O)-, or -C(O)O-;~~

~~R<sup>2</sup> is selected from halogen, CN-, (CH<sub>2</sub>)<sub>3</sub>R<sup>5</sup>, (CH<sub>2</sub>)<sub>3</sub>CH(R<sup>5</sup>)<sub>2</sub>, or (CH<sub>2</sub>)<sub>3</sub>CH(R<sup>7</sup>)CH(R<sup>5</sup>)<sub>2</sub>  
(CH<sub>2</sub>)<sub>3</sub>N(R<sup>4</sup>)<sub>2</sub>, or N(R<sup>4</sup>)(CH<sub>2</sub>)<sub>3</sub>N(R<sup>4</sup>)<sub>2</sub>;~~

~~y is 0-6;~~

~~each Ar is independently selected from an optionally substituted 3-7 membered saturated,  
partially unsaturated, or fully unsaturated monocyclic ring having 0-4 heteroatoms  
independently selected from nitrogen, oxygen, or sulfur, or an optionally substituted 8-10  
membered saturated, partially unsaturated, or fully unsaturated bicyclic ring having 0-4  
heteroatoms independently selected from nitrogen, oxygen, or sulfur;~~

~~R<sup>3</sup> is selected from hydrogen, CH(R<sup>7</sup>)R<sup>5</sup>, a 3-7 membered carbocyclvl, or an optionally  
substituted group selected from C<sub>1-4</sub> aliphatic, a 3-6 membered heterocyclic ring having  
1-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or a 5-6  
membered aryl or heteroaryl ring having 1-3 heteroatoms independently selected from  
nitrogen, oxygen, or sulfur R-, Ar-, (CH<sub>2</sub>)<sub>3</sub>CH(R<sup>7</sup>)R<sup>5</sup>-, CN-, (CH<sub>2</sub>)<sub>3</sub>CH(R<sup>7</sup>)CH(R<sup>5</sup>)<sub>2</sub>-, or  
(CH<sub>2</sub>)<sub>3</sub>CH(R<sup>7</sup>)N(R<sup>4</sup>)<sub>2</sub>;~~

~~each R is independently selected from hydrogen or an optionally substituted C<sub>1-6</sub> aliphatic  
group, or:~~

~~two R on the same nitrogen atom are taken together with the nitrogen atom attached thereto  
to form a 4-8 membered saturated, partially unsaturated, or fully unsaturated ring having  
1-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur;~~

~~each R<sup>4</sup> is independently selected from R<sup>6</sup>, C(O)R<sup>6</sup>, CO<sub>2</sub>R<sup>6</sup>, CON(R<sup>6</sup>)<sub>2</sub>, SO<sub>2</sub>R<sup>6</sup>;~~

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each  $R^5$  is independently selected from  $R^6$ ,  $OR^6$ ,  $CO_2R^6$ ,  $(CH_2)_yN(R^4)_2$ ,  $N(R^4)_2$ ,  $N(R)C(O)R^6$ ,  $N(R)CON(R^6)_2$ ,  $CON(R^6)_2$ ,  $SO_2R^6$ ,  $N(R)SO_2R^6$ ,  $C(O)R^6$ ,  $CN$ , or  $SO_2N(R^6)_2$ ;

each  $R^6$  is independently selected from  $R$  or  $Ar$ ;

$R^7$  is selected from  $R^6$ ,  $(CH_2)_wOR^6$ ,  $(CH_2)_wN(R^4)_2$ , or  $(CH_2)_wSR^6$ ; and

each  $w$  is independently selected from 0-4[;]

provided that:

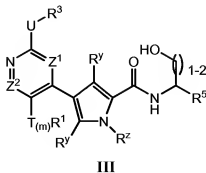
~~when  $R^4$  is hydrogen,  $U$  is  $-NH-$ , and  $R^2$  is an optionally substituted phenyl ring, then  $Q$  is other than a valence bond.~~

2-6. (Canceled)

7. (Currently amended) The compound according to claim 1 [[2]], wherein  $R^3$  is  $CH(R^7)R^5$ .

8. (Currently amended) The compound according to claim 1 [[2]], wherein  $R^3$  is a 3-6 membered heterocyclic ring having 1-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur.

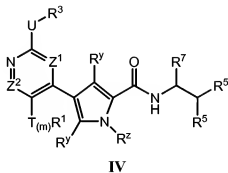
9. (Original) The compound according to claim 1, wherein said compound has the formula III:



or a pharmaceutically acceptable salt thereof.

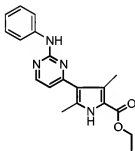
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10. (Original) The compound according to claim 1, wherein said compound has the formula IV:

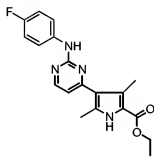


or a pharmaceutically acceptable salt thereof.

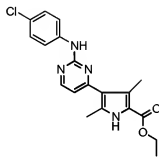
11. (Currently amended) The compound according to claim 1, wherein said compound is selected from the group consisting of:



**I-1**

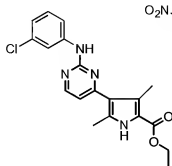


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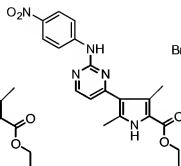


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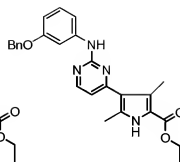
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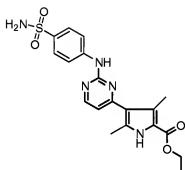
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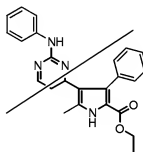
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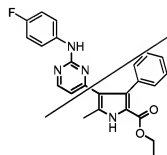
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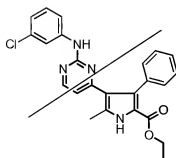
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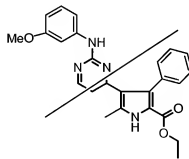
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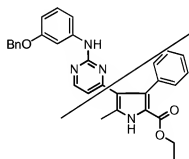
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[I-10]

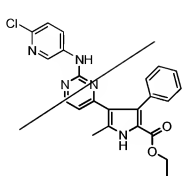


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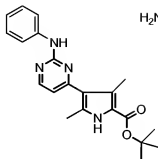


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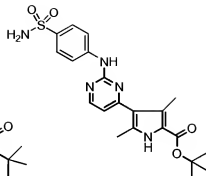
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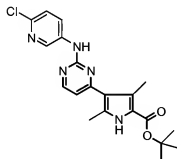
~~[[I-13]]~~



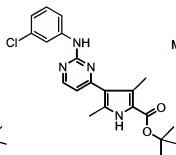
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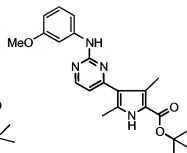
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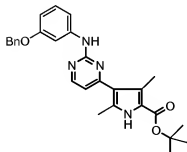
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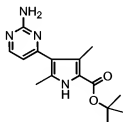
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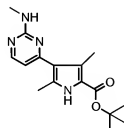
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I-19

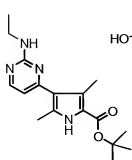


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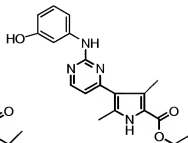


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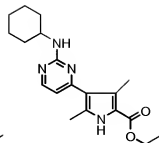
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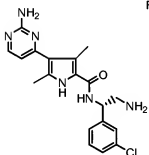
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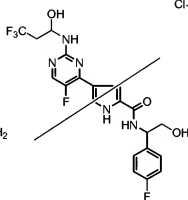
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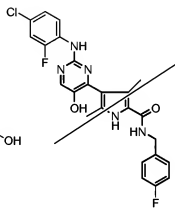
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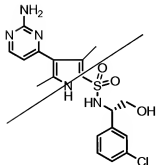
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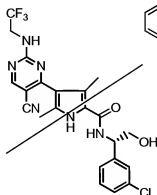
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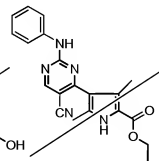
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[[I-28]]

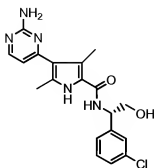


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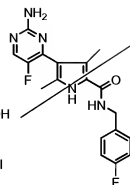


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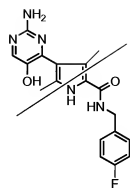
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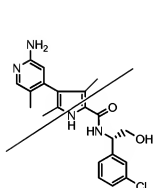
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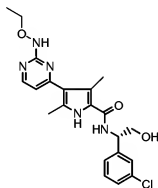
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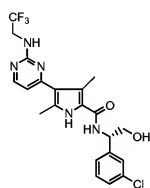
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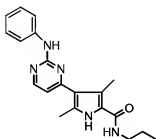
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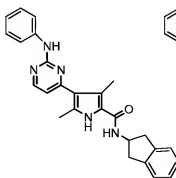
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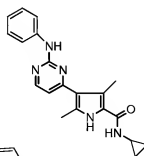
I-36



I-37



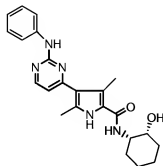
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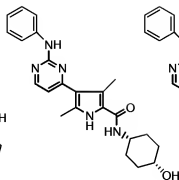
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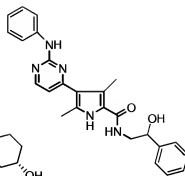
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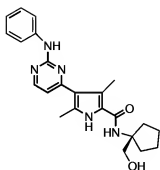
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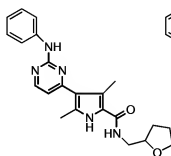
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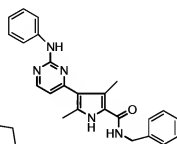
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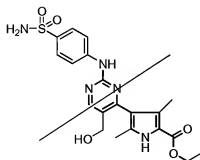
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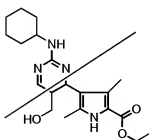
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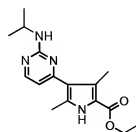
I-45



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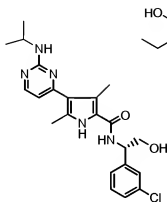


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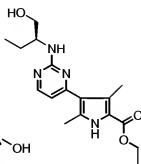


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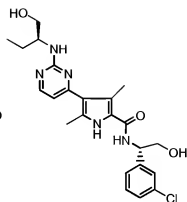
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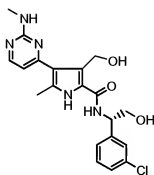
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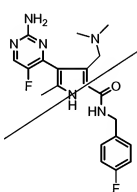
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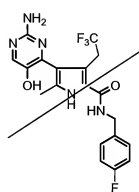
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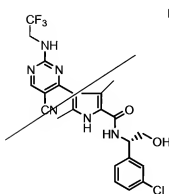
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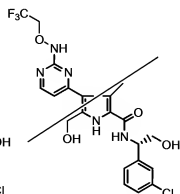
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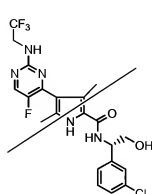
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[[I-55]]

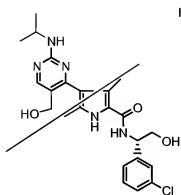


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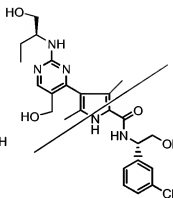


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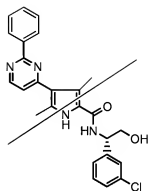
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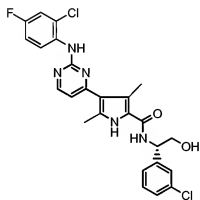
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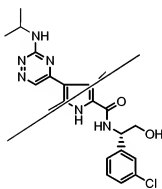
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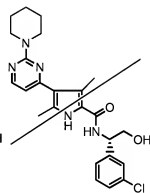
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**I-61**

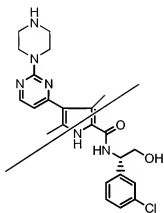


**[I-62]**

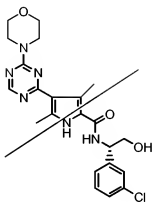


**[I-63]**

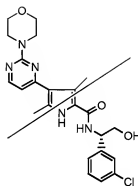
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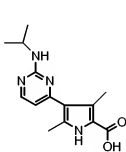
~~[[I-64]]~~



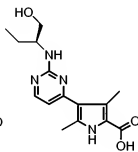
~~[[I-65]]~~



~~[[I-66]]~~



I-67



and I-68.

12. (Original) A composition comprising an effective amount of a compound according to claim 1, and a pharmaceutically acceptable carrier, adjuvant, or vehicle.

13. (Canceled).

14. (Currently amended) The composition of claim 12, additionally comprising a therapeutic agent selected from a chemotherapeutic or anti-proliferative agent selected from mechlorethamine, chlorambucil, cyclophosphamide, melphalan, ifosfamide[[ ]], methotrexate, 6-mercaptopurine, 5-fluorouracil, cytarabine, gemcitabine, vinblastine, vincristine, vinorelbine, paclitaxel, etoposide, irinotecan, topotecan, doxorubicin, bleomycin,

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mitomycin, carmustine, lomustine, cisplatin, carboplatin, asparaginase, tamoxifen, leuprolide, flutamide, megestrol, imatinib (Gleevec<sup>TM</sup>), adriamycin, dexamethasone, or cyclophosphamide.

15. (Withdrawn) A method of inhibiting ERK2, JNK3, SRC, Aurora2, or GSK3 protein kinase activity in a biological sample selected from a cell culture, saliva, urine, feces, semen, tears, or an extract thereof, which method comprises contacting said biological sample in vitro with:

- a) a composition according to claim 12; or
- b) a compound according to claim 1.

16. (Canceled).

17. (Withdrawn, currently amended) A method of treating or lessening the severity of a disease, condition or disorder, in a patient in need thereof, selected from a proliferative disorder selected from breast cancer, colon cancer, kidney carcinoma, lung cancer, melanoma, ovarian cancer, pancreatic cancer, or prostate cancer, comprising the step of administering to said patient:

- a) a composition according to claim 12; or
- b) a compound according to claim 1.

18. (Withdrawn, currently amended) The method according to claim 17, comprising the additional step of administering to said patient an additional therapeutic agent selected from a chemotherapeutic or anti-proliferative agent selected from mechlorethamine, chlorambucil, cyclophosphamide, melphalan, ifosfamide), methotrexate, 6-mercaptopurine, 5-fluorouracil, cytarabine, gemcitabine, vinblastine, vincristine, vinorelbine, paclitaxel, etoposide, irinotecan, topotecan, doxorubicin, bleomycin, mitomycin, carmustine, lomustine,

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cisplatin, carboplatin, asparaginase, tamoxifen, leuprolide, flutamide, megestrol, imatinib (Gleevec™), adriamycin, dexamethasone, or cyclophosphamide, wherein said additional therapeutic agent is administered together with said composition as a single dosage form or separately from said composition as part of a multiple dosage form.

19-29. (Canceled)